

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Related D.I.: 6, 303, 338, 414, 416, 480

**1903P LOAN AGENT, LLC’S WITNESS AND EXHIBIT LIST
FOR HEARING ON FEBRUARY 26, 2025 AT 2:00 P.M. (ET)**

1903P Loan Agent, LLC (“1903P”), in its capacity as FILO Documentation Agent under the Prepetition Credit Agreement and DIP Credit Agreement, by and through its undersigned counsel, hereby files this Witness and Exhibit List regarding the hearing scheduled for Wednesday, February 26, 2025 at 2:00 p.m. (ET) (the “Hearing”) with respect to the following:

1. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Filed January 15, 2025) [Docket No. 6];
2. [SEALED] Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors Motions (I) for Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) for Entry of a Final Order Authorizing the Use of Cash Collateral (Filed February 6, 2025) [Docket No. 303];
3. Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors Motions (I) for Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) for Entry of a Final Order Authorizing the Use of Cash Collateral (Filed February 8, 2025) [Docket No. 338];

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

4. [SEALED] Omnibus Reply Of 1903P Loan Agent, LLC, as FILO Agent, to Objections to the Cash Collateral Motion and the Bidding Procedures Motion (Filed February 13, 2025) [Docket No. 414];²
5. Omnibus Reply Of 1903P Loan Agent, LLC, as FILO Agent, to Objections to the Cash Collateral Motion and the Bidding Procedures Motion (Filed February 13, 2025) [Docket No. 416]; and
6. Notice of Winning Bidder for Certain of the Debtors' Assets (Filed February 22, 2025) [Docket No. 480].

1903P'S WITNESSES

1903P intends to call or may call the following witnesses at the Hearing:

1. Jeffrey Dwyer, Interim Chief Financial Officer of JOANN Inc. and a Managing Director of Alvarez & Marsal North America, LLC (testifying as to any issues addressed during his testimony in response to questioning from any party, and issues regarding reserves implemented by the Debtors' secured lenders prior to the Petition Date);
2. Any other witness tendered by the Debtors;
3. Any witness tendered by the Official Committee of Unsecured Creditors (the "Committee"); and
4. One or more members of the Debtors' management team, as necessary to rebut any contentions made or testimony offered by the Committee or any other parties, or their respective witnesses at the hearing.

1903P reserves the right to call and/or cross-examine any witness or any other party in interest, as well as to call any rebuttal witness necessary for impeachment or other proper purpose.

² 1903P anticipates filing another pleading prior to the Hearing to address relief that the Committee has indicated it may seek in an objection to the Debtors' proposed sale (the "Sale"). Because the deadline to object to the Sale does not pass until Tuesday, February 25, 2025, 1903P files this Witness & Exhibit List now to comply with the Local Rules of the United States Bankruptcy Court for the District of Delaware and will amend it as appropriate.

1903P'S EXHIBITS

1903P designates exhibits that may be used at the hearing in connection with the matters herein:

Exhibit No.	Title / Description	Bates No. // Docket No.
1	1903P August 16, 2024 Letter re: Notice of Availability Reserve	1903P_00000507-509 // Exhibit A to Dkt. No. 416 // Ex. 3 to Dwyer Depo
2	1903P August 30, 2024 Email and Attachment to J. Dwyer and M. Prendergast	1903P_00000715-721 // Exhibit B to Dkt. No. 416 // Ex. 20 & 21 to Dwyer Depo
3	1903P September 6, 2024 Letter re: FILO Deficiency Reserve Correction Notice	1903P_00000869-871 // Exhibit C to Dkt. No. 416 // Ex. 14 to Dwyer Depo
4	1903P September 13, 2024 Letter re: FILO Availability Reserve	1903P_00000966- 971 // Exhibit D to Dkt. No. 416 // Ex. 22 to Dwyer Depo
5	Any document or pleading filed in the above-captioned chapter 11 cases	
6	Any exhibit identified or offered by any other party	
7	Any exhibit necessary for impeachment and/or rebuttal purposes	

RESERVATION OF RIGHTS

1903P reserves any and all rights to (i) amend and/or supplement this list of potential witnesses and exhibits prior to the hearing, (ii) offer additional exhibits for purposes of rebuttal, impeachment or other proper purpose and to supplement the above-listed exhibits, as appropriate, (iii) cross-examine any witnesses offering testimony, including by way of proffer or declaration, at the Hearing, and (iv) call any rebuttal witness reasonably necessary at the Hearing.

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Dated: February 24, 2025
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown
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